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PIXAR and LUCASFILM LTD.

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14 UNITED STATES DISTRICT COURT
15 NORTHERN DISTRICT OF CALIFORNIA
16 SAN JOSE DIVISION

17 IN RE: HIGH-TECH EMPLOYEE
18 ANTITRUST LITIGATION

19 THIS DOCUMENT RELATES TO:
20 ALL ACTIONS

Case No. 5:11-cv-2509-LHK

**DECLARATION OF RHONDA HJORT
SUBMITTED IN SUPPORT OF (1) PIXAR
AND LUCASFILM'S JOINT RESPONSE
TO NON-SETTLING DEFENDANTS'
ADMINISTRATIVE MOTION TO FILE
UNDER SEAL AND (2) DEFENDANTS'
JOINT RESPONSE TO PLAINTIFFS'
ADMINISTRATIVE MOTION TO FILE
UNDER SEAL**

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SUPPORT OF (1) PIXAR AND LUCASFILM'S JOINT
RESPONSE TO NON-SETTLING DEFENDANTS'
ADMINISTRATIVE MOTION TO FILE UNDER SEAL AND
(2) DEFENDANTS' JOINT RESPONSE TO PLAINTIFFS'
ADMINISTRATIVE MOTION TO FILE UNDER SEAL
Case No. 5:11-cv-2509-LHK

DECLARATION OF RHONDA HJORT

I, Rhonda Hjort, declare as follows:

1. I am the Assistant Chief Counsel for Lucasfilm Ltd. ("Lucasfilm"), and I am an attorney licensed to practice law in the State of California. The matters set forth herein are true and correct of my own personal knowledge and information provided to me. If called as a witness, I could and would testify competently thereto.

2. I submit this declaration pursuant to Civil Local Rule 79-5 and this Court's Standing Order with respect to documents that the parties request be maintained under seal. *See* Pixar and Lucasfilm's Joint Response to Non-Settling Defendants' Administrative Motion to File Under Seal ("Pixar and Lucasfilm's Joint Response"), and Defendants' Joint Response to Plaintiffs' Administrative Motion to File Under Seal, both to be filed on January 13, 2014. Lucasfilm requests that certain information designated as confidential by Lucasfilm and lodged under seal be sealed pursuant to Civil Local Rule 79-5. In particular, Lucasfilm requests that the Court maintain under seal portions of the Expert Report of Lauren Stiroh ("Stiroh Report"), which was filed in connection with Non-Settling Defendants' Motion To Exclude the Expert Testimony of Edward E. Leamer, Ph.D.; portions of the Expert Report of Elizabeth Becker, Ph.D. ("Becker Report"), and Attachment 3 thereto, which were filed in connection with Plaintiffs' Motion To Exclude the Expert Testimony Proffered by Defendants; and portions of Exhibit 32 to the Declaration of Anne Selin in support of Google's Motion for Summary Judgment. A public version of the Stiroh Report was filed on January 10, 2014. In the public version, the parties redacted those portions that refer to the contents of Lucasfilm's confidential information.

3. Good cause exists to file under seal portions of lines 9 and 10 of paragraph 71 of the Stiroh Report, portions of line 6 of paragraph 97 and line 8 of footnote 95 of the Becker Report, and Lucasfilm-specific portions of pages 130-136 of Attachment 3 to the Becker Report. The information reflects highly confidential and competitively sensitive information regarding Lucasfilm's compensation structure, benchmarking targets, and specific salary levels for

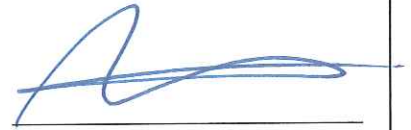
particular job titles. Lucasfilm strictly maintains the confidentiality of its compensation structure, benchmarking targets, and specific salary levels for particular job titles. Lucasfilm could be competitively harmed if other companies gained access to this information because, among other things, it would enable competitors to determine Lucasfilm's pay practices. Other companies could adjust their own compensation practices based on their knowledge of Lucasfilm's compensation benchmarks.

4. Compelling reasons exist to seal portions of Exhibit 32 to the Selin Declaration that reveal confidential and competitively sensitive information about Lucasfilm's customers and other companies with which Lucasfilm's subsidiary, Industrial Light & Magic ("ILM") does business. The disclosure of these specifics of ILM's relationship with any of these companies to any other would harm those business relationships. The redacted portions also disclose ILM's recruiting and hiring practices. Lucasfilm strictly maintains the confidentiality of sensitive information about ILM's customer and other companies with which it does business and also about its recruiting and hiring practices. Public disclosure of this information would cause Lucasfilm harm by giving third parties (including individuals responsible for competitive decision-making) insights into confidential and sensitive aspects of ILM's relationships with its customers and other companies with which ILM does business, and ILM's recruiting and hiring practices. Such disclosures would damage ILM's relationships with those companies and allow third parties to potentially gain an unfair advantage in competing with Lucasfilm.

5. Because Lucasfilm has sought to maintain the confidentiality of the materials described above, and because public disclosure of these materials could cause Lucasfilm significant harm, the portions of the documents described above should be redacted and shielded from disclosure to Lucasfilm's potential competitors and the public.

6. I declare under penalty of perjury under the laws of the State of California and the United States that the foregoing is true and correct.

Executed on January 13, 2014, in San Francisco, CA.



Rhonda Hjort

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